

EXHIBIT 5

Committee Letter

**OPEN LETTER TO HOLDERS OF CLASS 6 GENERAL UNSECURED CLAIMS
AGAINST THE OPCO DEBTORS RECOMMENDING ACCEPTANCE OF THE DEBTORS' PLAN**

To: Holders of Class 6 General Unsecured Claims against the OpCo Debtors of Franchise Group, Inc., et al., Case No. 24-12480 (LSS)

The Official Committee of Unsecured Creditors (the “Creditors’ Committee”)¹ of Franchise Group, Inc., and its affiliated debtors (collectively, the “Debtors”) is the statutory representative of all general unsecured creditors of the Debtors. We are writing to you regarding the *Sixth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors* (the “Plan”) [Docket No. 1015] proposed by the Debtors. As discussed below, the Creditors’ Committee recommends that Holders of General Unsecured Claims against the OpCo Debtors in Class 6 under the Plan vote to **ACCEPT** the Plan.

After the Debtors’ filing of their initial proposed plan that the Creditors’ Committee found objectionable, because it likely would have provided no recovery for general unsecured creditors, the Creditors’ Committee engaged in extensive litigation and negotiation with the Debtors and the Ad Hoc Group of First Lien Lenders, which led to a much-improved, amended Plan. The Plan embodies the favorable settlement for Holders of General Unsecured Claims. Under the Plan, a litigation trust (the “OpCo Debtor Litigation Trust”) for the benefit of Holders of General Unsecured Claims, administered by a litigation trustee (the “OpCo Litigation Trustee”) selected by the Creditors’ Committee in consultation with the Debtors and funded by an initial trust funding, will be established. The initial trust funding will be \$21 million in Cash less the total fees and expenses of the Creditors’ Committee professionals and advisors. The OpCo Debtor Litigation Trust will have certain causes of action and claims (including claims against former directors and officers, and numerous other parties as set forth in the Plan) transferred to it that the OpCo Litigation Trustee will investigate and otherwise address, which may result in substantially increasing net recoveries for the trust beneficiaries.

In addition to the cash contribution and the litigation claims, the Plan provides that if Class 5 (Prepetition Second Lien Loan Claims) votes to accept the Plan, Holders of General Unsecured Claims in Class 6 shall receive their pro rata share of five-year New Warrants to purchase up to 5% of reorganized equity in the Reorganized Debtors, which warrants would vest in the OpCo Debtor Litigation Trust and would be subject to the other terms of the Plan.

The substantially improved treatment of Holders of General Unsecured Claims under the Plan is a dramatic enhancement over the Debtors’ initial proposal and maximizes the potential recoveries for unsecured creditors. Accordingly, the Creditors’ Committee supports confirmation of the Plan, as amended. Based on the resolution reached with the Debtors and the Ad Hoc Group of First Lien Lenders, and under the facts and circumstances of these cases, ***the Creditors’ Committee recommends that Holders of Class 6 General Unsecured Claims against the OpCo Debtors vote to accept the Plan***, by timely returning the enclosed ballot or voting online (as explained in the Solicitation Package) **on or before the Voting Deadline of April 23, 2025 at 5:00 p.m. (ET)** for your vote to be counted. Please contact the undersigned with any questions regarding this matter.

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¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan, or the Disclosure Statement, as applicable.